FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| Disclosable Interest Holder's First Name (if indiv | idual): | MI: | Last Name: | | Suffix: |
|---|---------------------|-------------|---------------------------------------|---|--|
| | | ļ | | | |
| None | | <u> </u> | | | |
| Disclosable Interest Holder's Name (if entity): | | | | 3) Disclosable Interest Hold | ler's TIN: |
| None | | | | | |
| None 4) Disclosable interest Holder's Address: | | | | | |
| 4) Disclosable interest Holder's Address. | | | | | |
| | | | | | |
| 5) Type of Interest in Applicant () | 6) Disclosable | Interest Ho | older is a(n): () | 7) Percent of Interest Held | in Applicant: |
| (refer to Instructions for list) | | | r list of codes): | | фрис |
| | | | | | |
| | | | | | |
| 8) Disclosable Interest Holder's Type of Ownership | | | 9) Disclosable Interest h | lolder's Country of Citizenship: | |
| (refer to instructions for list): | | | | | |
| | | | | | |
| 10) Relationship Description (if the discloseable inter- | net haldes la ac la | dieset =:= | ne list noth of average in | trans in disease many and the contract of | |
| 10) Relationship Description (if the discloseable inter- | est notoerts an in | idirect owr | ier, list path of ownership | TOTTI INGIFECT OWNER TO THE APPIK | cant): |
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| | | | | , | |
| | | | | | ************************************** |
| Related FCC Regulated Businesses of Disc | losable intere | st Holde | ers (repeat for each i | nterest holder identified | |
| 11a) | | D.:- | 11b) | 11c) | 11d) |
| Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 | | Pnn | cipal Business: | TIN: | Percent of Interest Held: |
| additional sheets, if necessary): | | | | | |
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ST. LOUIS, MISSOURI NEW YORK, NEW YORK KANSAS CITY, MISSOURI OVERLAND PARK, KANSAS PHOENIX, ARIZONA SANTA MONICA, CALIFORNIA IRVINE, CALIFORNIA

BRYAN CAVE LIP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000 FACSIMILE: (202) 508-6200

DUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.

RIYADH, SAUDI ARABIA

KUWAIT CITY, KUWAIT

ABU DHABI, UNITED ARAB EMIRATES

A MULTINATIONAL PARTNERSHIP LONDON, ENGLAND

INTERNET ADDRESS JRWILNER@BRYANCAVELLP.COM February 11, 2000

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

Via Hand Delivery

Federal Communications Commission Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Private Operational Fixed Point-to-Point Microwave Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 603 for consent to the transfer of control of Texas Cable Partners, L.P., licensee of POFS stations WNEW367, WNEW368, WNEW370 and WNEW802. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$180.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

John RW. her

John R. Wilner

JRW/vih

Enclosure

jrw/l15057/186951v1

| READ INSTRUCTIONS CAREFU BEFORE PROCEEDING | LLY | Т | | | | | | | | | | | | , | APPR | OVE | D B | Y OM | B 30 | 060- | 0589 |
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| (1) LOCKBOX # 358130 | | j | | | PA | AGE NO | · | OF | | | | | | | | | | | | | |
| | | | | | | | PAY | ER IN | IFOR | MATIO | V | | | | | | _ | | | | _ |
| (2) PAYER NAME (if paying by credit card, Bryan Cave LLP | enter name | exactly | y as it appea | irs on | your ca | ard) | | | | | | - 1 | 3) TOTAL AM | OUNT | PAID | (dollar | and | cents) | | 20 | .00 |
| (4) STREET ADDRESS LINE NO. 1 | | _ | | | | | | | | | | <u> [\$</u> | | | | | | | | 00 | .00 |
| 700 Thirteenth Street, | N.W., | Sui | te 700 | <u> </u> | | | | | | | | | | | | | | | | | |
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| (6) CITY Washington | | | | | | | DC | STATE | | | | | 3) ZIP CODE 20005 | | | | | | | - | |
| (9) DAYTIME TELEPHONE NUMBER (Inclu | ude area cod | e) | | | | | | | RY CC | DDE (if not | in U.S | | 20003 | | | - , - | | | | | |
| (202) 508-6000 | DNAM | E AN | IN THE | ADI | DI IC | ANT | NAN | IE A | DE I | NEEEE | ENT | CON | APLETE: | eec | TO | M D | | | | | |
| | | | | | | | | | | | | | (FORM | | | N D | | | | | |
| | | | | | | | | ANT | INFO | ORMATI | ON | | , | | | | | | | | |
| 11) APPLICANT NAME (if paying by credit of AOL Time Warner Inc. | | ime e | cactly as it a | ppear | s on yo | eur cand) |) | | | | | | | | | | | | | | |
| 12) STREET ADDRESS LINE NO. 1 | | | | | | | | | | | | | | - | | | | | | | |
| 75 Rockefeller Plaza 13) STREET ADDRESS LINE NO. 2 | | | | | | | | | | | | | | | | | | | | | |
| 14) CITY | | | | | | | (45) 6 | \ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\ | | | | | | | | | | | | | |
| New York | | | | | | | (15) S | | | | | | 6) ZIP CODE 10019 | • | | | | | | | |
| 17) DAYTIME TELEPHONE NUMBER (Inclu (212) 484-8000 | de area code | •) | | | | | (18) C | COUNT | RY CC | DE (if not | in U.S. | A.) | | | | | | | | | |
| COMPLETE SECTION C F | OR EAC | :H S | ERVICE | . IF | MO | RE B | OXE | S A | RE N | EEDE | D. U | SE CC | NTINUA | TIO | N SI | (EE1 | rs (| FOR | M 1 | 59- | C) |
| | | | | | | | | | | RMATIC | | Ī | 7 | | | | | | | | |
| | P PAYMEN | IT TYS | PE CODE (P | _ | M | (21A) | QUAN | πγ 1 | Ι' | A) FEE DU | JE FOR | R (PTC) IN | 45.00 | FC | USE | ONLY | | | | | |
| 23A) FCC CODE 1 | <u> </u> | _ | <u> </u> | <u> </u> | 101 | <u> </u> | Т | (24A) F | S CC C | ODE 2 | | | 73.00 | Т | | - | | | | | |
| | | | | | | , | | | | | | | | | | | | | | | |
| | P PAYMEN | A | E CODE (P | _ | М | (218) | QUAN | ттү 1 | (228 | 3) FEE DU | JE FOF | R (PTC) IN | BLOCK 208 45.00 | FCC | USE | ONLY | | | | | |
| 23B) FCC CODE 1 | • | | <u> </u> | <u> </u> | | | П | (24B) F | CC C | ODE 2 | | | | - | | | _ | | | | \neg |
| | C) 54)451 | T 70 | E 000E (D | 701 | | 1 | L | | 1 | | | | | | | | | | | | |
| | P PAYMEN | A | T | | M |] (21C)(| QUAN ⁻ | | \$ | C) FEE DU | E FOF | (PTC) IN | 45.00 | FCC | USE | ONLY | | | | | |
| (3C) FCC CODE 1 | | | <u> </u> | ' | | | T | (24C) F | _ | DDE 2 | | | | • | | | | | | | |
| 9D) FCC CALL SIGN/OTHER ID (20 | D) PAYMEN | T TYP | E CODE (P | TC) | | Laspy | QUAN | TITY | Loor | . FEE DI | E FOE | (DTC) (h | BLOCK 20D | Ecc | LICE | ~** V | | | | | _ |
| | | A | T | _ | M | (210) | QUAN | 1 | \$ |) FEE 00 | EFOR | (FIC) iii | 45.00 | ~ | OGE | OHLI | | | | | |
| 3D) FCC CODE 1 | | | | | • | | | (24D) F | CC CC | ODE 2 | | | | | | | | | | | |
| | SECT | 10 | ND. | TA: | ΧΡΔ | YFF | RIN | IFΩ | RM | ATIO | N (| RFO | UIRED | 1 | | | | | | | \dashv |
| 25) | 3.03.192 | | | | | | _ | | | | | | CANT NAME IN | <u>, </u> | DIFFE | RENT FR | ROM P | AYER N | AME IN | A-2) | |
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| , <u> </u> | 1010 | 1,0 | 1 2 | Ľ | | TION E | | | | | | | 1,1, | | | | <u> </u> | ت | ٠, | | 4 |
| 7) CERTIFICATION STATEMENT John R. Wilner | | | <u> </u> | - | | | | | | | , the | · ·ba f | orogoine | | d a | 220 | rtin | a inf | · | 241 | |
| (PRINT NAME | • | | | | _ | | - | _ | | | | 1 | oregoing Ihm R | 11 | ,- | hho | - 1111 | A 1111 | oi in | au | ٠ · · · |
| re true and correct to the be | est of m | y kn | owledg SECTIO | | | | | | _ | | - | <u> </u> | 1 | 0.0 | | | | | | - | = |
| 8) MASTERCARD | I IVISA ACCO | UNT | | | 7 | .511 0 | ,~\\U | CALL | VI EIN | - MITOR | 1 | .014 | EXPIRAT | ON D | ATE: | | | - | | | \dashv |
| MASTERCARD | | | | | | | | | | |] | | MONTH | Ĺ | EAR | | | | | | |
| VISA I hereby authorize the FCC to d | harge my VISA o | r MAS1 | TERCARD | | AUΠ | HORIZE | D SIG | NATUR | E | _ | | | DAT | | | | | | • | | \dashv |
| | | | | _ | 1 | | | | | | | | | | | | | | | | - 1 |

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25053

ENTINCATION SERIC ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

February 10, 2000

One Hundred Eighty & 0/100

Net Amount \$180.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025053# #05400080?# 2066?#01683409#

FCC 603 Main Form

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

|) A | pplication Purpose (Select or | ly one) (TC) | | | | | | | | |
|-----------|---|--|-------------|-----------------|---------------------------|---|---------------------------------------|--------------------------------------|-------------------------------|------------|
| | AA - Assignment of Authorization C - Transfer of Control | AM - Amendmen WD - Withdrawai | | NT - EX - | Required N Request for | otification (for Co Extension of Tin | onsummation ne (to Consu | n of Assignment o ummate Assignme | or Transfer) ent or Transf | er) |
| 2a) | If this request is for an Amendment on file with the FCC. | or Withdrawal, ente | r the File | e Number | of the pend | ling application c | urrently | File N | umber: | |
| 2b) | File numbers of related pending app | plications currently o | n file wit | th the FC | ɔ : | | | | | |
| уре | of Transaction | | | | | | | | | |
| 3a) | Is this a pro forma assignment of a | uthorization or transf | er of co | ntroi? | | | | | (N) <u>Y</u> es | <u>N</u> o |
| 3b) | If the answer to Item 3a is 'yes', is to Commission's forbearance procedu | | • | | _ | filed under the | | | () <u>Y</u> es | <u>N</u> o |
| 4) | For assignments of authorization or | ly, is this a partition | and/or d | lisaggrega | ation? | | | | () <u>Y</u> es | <u>N</u> o |
| 5) | Does this filing request a waiver of t | he Commission's ru | ies? | | | | | | (N)Yes | <u>N</u> o |
| 6) | Are attachments being filed with this | application? | | | | | | | (N) <u>Y</u> es | <u>N</u> o |
| 7a) | Does the transaction that is the sub- licenses held by the assignor/transf- or commonly controlled entities) that | eror or affiliates of th | e assigr | nor/transfe | eror (e.g., pa | arents, subsidiari | es, | | (Y) <u>Y</u> es | <u>N</u> o |
| 7b) | Does the transaction that is the sub- non-wireless licenses that are not in | | | | | | d? | | (Y) <u>Y</u> es | No |
| rans | action Information | | | | | | | | | |
| 8) | How will the assignment of authoriza | ation or transfer of co | ontrol be | accompli | ished? Sele | ct One: (S) | - in | | | |
| | Sale or other assignment or transfer | of stock | | <u>C</u> ourt (| Or der | | | | | |
| | Other (voting trust agreement, mana | gement contract, etc | ɔ.): | | | - , , , , . , | | | | |
| | If required by applicable rule, attach agreements, instruments, certified c | | | how cont | rol is to be | assigned or trans | sferred, along | g with copies of a | ny pertinent o | contracts, |
| 9) | The assignment of authorization or t | ransfer of control of | license i | is: | | 1 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 | · · · · · · · · · · · · · · · · · · · | (V) <u>v</u> o | luntary <u>i</u> nvo | oluntary |
| cen | see/Assignor Information | | | | | | | | | |
| | Taxpayer Identification Number: 516836 | | | | | | 10b) SG | in: | | |
| | First Name (if individual): | , <u>.</u> | | MI: | Last Nam | ne: | <u>L</u> | <u>,</u> | | Suffix: |
| | Entity Name (if not an individual): | | | | <u> </u> | | | | | |
| | as Cable Partners, L.P. Attention To: | | | | | | | | | |
| | Sambol | | | | | | | | | |
| 4) | P.O. Box: | م | and 1 | 5) Stree | t Address: | | | | | |
| | Box 6659 | | Or | | | (47) (04-4-) | <u> </u> | 40) 75- | | |
| 6) Eng | city: lewood | | | | | 17) State: CO | | 18) Zip: 80155 | | |
| | Telephone Number: | • | | | 20) FA | | 1 | 00133 | | |
| | 3) 799-1200 | | | | | 799-5651 | | | | |
| 1) | E-Mail Address: | ************************************** | | | - | | | | | |

| Race: | American Indian or Alaska Native: | a Asian: | | | 1 | ck or Africa erican: | 1 ' | lative Hawaiiar Pacific Islander | | White: | |
|----------------------------|--------------------------------------|--------------------|-------------------|-------------|--|-------------------------|---------------------|-------------------------------------|--------------|---------------------------------------|-------------|
| Ethnicity: | Hispanic or Latino: | Not His Latino: | panic or | | | | | | | | |
| Gender: | Female: | Male: | | | | | | | | | |
| raneferor I | Information (for transfe | rs of control o | nly) | | | | | | | | |
| | er Identification Number: | 13 Of COTITION C | ,,,,, | | | | | 23b) SGI | N | | |
| 13-35272 | | | | | | | | 200, 00. | • | | |
| | ame (if individual): | | | | MI: | Last Na | me: | 1 | | | Suffix: |
| 25) Entity N | lame (if other than individual |): | | I | | <u> </u> | | | <u> </u> | | |
| Time War | rner Inc. | | | | | | | | | | |
| 26) P.O. Bo | ix: | | And /Or | | | Address: efeller P | laza | | | | |
| 28) City: | | | | | | 1 | 29) State: | | 30) Zip: | | |
| New York | k | | | | | | NY | | 10019 | | |
| 31) Telepho | ne Number: | | | | | 32) FAX | : | | | | |
| (212) 484 33) E-Mail A | | | | | | (212) 3 | 33-3987 | | | | |
| 34) First Na John | Insferor Contact Repre | | | | MI: | Last Nar Wilner | me: | | | | Suffix: |
| 35) Compan | ny Name: | | | | <u>. </u> | V Inter | | | | | |
| Bryan Cav | | | | | | | | | | | |
| 36) P.O. Box | x: | | And | 37) S | treet / | Address: | | | | | |
| | | | /Or | 700 | <u> Thirt</u> | eenth S | treet, N.W | ., Suite 70 | | | |
| 38) City: | | | | | | | 39) State: | | 40) Zip: | | |
| Washingto | on ne Number: | | | | - T | 42) FAX | DC | | 20005 | | |
| (202) 508- | | | | | | | 08-6200 | | | | |
| (202) 300- 13) E-Mail A | | | | | | (202) 3 | 00-0200 | | | | |
| • | bryancavellp.com | | | | | | | | | | |
| ssignee/Tra | ansferee Information | | ****** | | • | | | | | | |
| | e is a(n): (C) Individ | lual | <u>U</u> nincorpo | orated As | socia | tion | Trust | Gover | nment Entity | <u>J</u> oint | Venture |
| | <u>C</u> orpo | ration | Limited Li | iability Co | orpora | tion | <u>P</u> artnership | o C <u>o</u> nso | ortium | | |
| | r Identification Number: | | | | | | | 45b) SGIN | | | |
| 13-409953 | | | | | | | | <u> </u> | | · · · · · · · · · · · · · · · · · · · | 2 " |
| 6) First Nar | me (if individual): | | | | MI: | Last Nan | ne: | | | | Suffix: |
| 7) Entity Na | ame (if other than individual): | | | | | L | | | | | |
| | e Warner Inc. | | | | | | | | | | |
| | Real Party in Interest: | | | | | | | 49) TIN | | | |
| | | | | | | | | | | | |
| 0) Attention | ı To: | | | | | | | | | | |

| 51) P.O. Box: | And | 52) | 52) Street Address: | | | | | | | |
|--|--|--------------|---|----------------|---------------------------|------------------|--------------------|------------|--|--|
| | /Or | c/o | Time | e Warne | er Cable 290 Ha | arbor Drive | | | | |
| 53) City: | | | | | 54) State: | 55) Zip: | | | | |
| Stamford | | | | | CT | 06902 | | | | |
| 56) Telephone Number: | | | | 57) FA | X: | | | | | |
| (203) 328-0600 | | | | (203) | 328-4840 | | | | | |
| Sand Salate Sal | | | | | | | | | | |
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| | ······································ | | | | | | | | | |
| Name of Assignee/Transferee Conta | ct Representativ | e (if ott | her tha | an Assiai | nee/Transferee)* | | | | | |
| | | - (| | | | | | Suffix: | | |
| John | | | R | Wiln | er | | ` | Julia. | | |
| | | | 114. | 1 **** | <u> </u> | | | | | |
| | | | | | | | | | | |
| | | 62) | Street | Address: | | | | | | |
| | | '' | | | Stroot N.W. Si | uita 700 | | | | |
| 63) City | 1 .0. | 1700 | 7 11111 | techtii i | | | | | | |
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| 9 | | | - · · · · · · · · · · · · · · · · · · · | 67) FA | 1 | 20003 | | | | |
| | | | | | | | | | | |
| | | | | (202) 308-6200 | | | | | | |
| | | | | | | | | | | |
| · | | | | | | | | | | |
| | | elding | s, 177 | 6 K Sti | reet, N.W., Was | shington, DC 20 |)006 | | | |
| Alien Ownership Questions (202) 7 | 19-7303 | | | | | | | | | |
| 69) Is the Assignee or Transferee a foreign | government or the rep | resenta | ntive of a | any foreigr | n government? | | (N)Yes | <u>N</u> o | | |
| 70) Is the Assignee or Transferee an alien o | r the representative o | f an alie | n? | | | | (N) <u>Y</u> es | <u>N</u> o | | |
| 71) Is the Assignee or Transferee a corporat | tion organized under | the laws | of any | foreign go | evernment? | | (N) <u>Y</u> es | <u>N</u> o | | |
| 72) Is the Assignee or Transferee a corporal | tion of which more that | an one-fi | ifth of t | ne capital : | stock is owned of reco | ord or voted | | | | |
| by aliens or their representatives or by a | | | | | | | NT | | | |
| under the laws of a foreign country? | | | | | | | (N) <u>Y</u> es | <u>N</u> o | | |
| 73) Is the Assignee or Transferee directly or | indirectly controlled t | y any of | ther cor | poration o | f which more than one | -fourth of | | | | |
| · · · · · · · · · · · · · · · · · · · | | • | | or by a for | eign government or re | presentative | (N) <u>Y</u> es | No | | |
| | | | | nip or conti | ral. | • | (11)](6 | MO | | |
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| Basic Qualification Questions | | | | | | | | | | |
| Justo Qualification Quotione | | | | · · | | | | | | |
| | | | | | | | | | | |
| | an iniuai, mounicasso | ii Or i erie | ewai oi | rcc state | on authorization, noen | se, construction | (N)Yes | No | | |
| If 'Yes', attach exhibit explaining circums | tances. | | | | | | · · · - | | | |
| 75) Has the Assignee or Transferee or any p | party to this application | n, or any | party o | directly or i | indirectly controlling th | e Assignee or | | | | |
| Transferee, or any party to this application | on ever been convicted | | | - | | J | (N) <u>Y</u> es | <u>N</u> o | | |
| If 'Yes', attach exhibit explaining circums | tances. | | | | | | | | | |
| 76) Has any court finally adjudged the Assig | | | - | · | | | | | | |
| Transferee guilty of unlawfully monopoliz indirectly, through control of manufacture | | • | | | | • | | | | |
| or unfair methods of competition? | ,, | . a.u.s, G | | , a cinic di i | angoritatis, or any our | | (N)Yes | <u>N</u> o | | |
| If 'Yes', attach exhibit explaining circums | tances. | | | | ****** | | | | | |
| 77) Is the Assignee or Transferee, or any par | rty directly or indirectl | y control | lling the | Assignee | or Transferee curren | tly a party | 3 . 7 | | | |
| in any pending matter referred to in the p | _ | | | | | | (N) <u>Y</u> es | <u>N</u> o | | |
| If 'Yes', attach exhibit explaining circums | ш. IVS. | | | | | | | | | |
| 7. 1 111 . 1.1 . 1 | | | _ | | | | | | | |

^{*}It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

Race: American Indian or Alaska Native: Black or African-American: Native Hawaiian or Other Pacific Islander: White:

Ethnicity: Hispanic or Latino: Not Hispanic or Latino:

Assignor/Transferor Certification Statements

Male:

Female:

Gender:

| The Assignor or Transferor certifies either (1) that to Communications Commission has been given, or (2) procedures for pro forma assignments and transfer. | that prior Commission conse | ent is not required because the transacti | on is subject to streamlined notification |
|---|--|---|---|
| The Assignor or Transferor certifies that all statement part of this application, and are true, complete, corrections. | ents made in this application arect, and made in good faith. | nd in the exhibits, attachments, or docur | nents incorporated by reference are material, are |
| 79) Typed or Printed Name of Party Authorized to | Sign | | |
| First Name: | MI: | Last Name: | Suffix: |
| Spencer | B. | Hays | |
| 80) Title: Vice President | | | |
| Signature: | - 11 | | 81) Date: |

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 - * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1 2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filling an updated Form 602 simultaneously with this application or (3) is not required to file Form 602 under the Commission's Rules.

February **9**, 2000

| First Name: | MI: | Last Name: | Suffix: |
|----------------|-----------|----------------|--------------------------|
| Thomas | W. | McEnemey | |
| 83) Title: | | | |
| Vice President | | | |
| Signature: | V.M Enune | /, | 84) Date: |
| | | * / | February 9 , 2000 |

Authorizations To Be Assigned or Transferred

| 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
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DESCRIPTION OF THE PROPOSED TRANSFER

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc.

The present application seeks FCC consent to that transfer.

FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| Applicant/Licensee Information | | | | |
|---|---------------------|--------------------------|-------------------|-------------------------------|
| 1) First Name (if individual): | MI: | Last Name: | | Suffix: |
| 2) Applicant Name (if entity): | | | 3) Applicant TIN: | |
| AOL Time Warner Inc. | | | 13-4099534 | |
| Related FCC Regulated Businesses of Applicant/L | icensee | | | |
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary): | Pr | 4b) incipal Business: | 4c) TIN: | 4d) Percent of Interest Held: |
| SuperStation, Inc. | Broadca | sting | 58-1391102 | 100 |
| Time Warner Entertainment Company, | | | | |
| L.P. | Cable Te | elevision | 13-3666692 | 74.49 |
| Time Warner Entertainment-Advance/ | | | | |
| Newhouse Partnership | Cable Te | elevision | 13-3790433 | 66.7 |
| TWI Cable Inc. | Cable Te | elevision | 59-1353813 | 100 |
| Time Warner Telecom Inc. | Commu | nications Carrier | 84-1500624 | 60.65 |
| | | | | |
| | | | | |
| Signature i) Typed or Printed Name of Party Authorized to Sign | | terests are indirec | | various |
| First Name: | MI: | Last Name: | | Suffix: |
| Thomas | w. | McEnerney | | |
| Title: | | | | |
| Vice President | | | | |
| Signature: | | | D | ate: |
| Thomas W. M. Enc | ency | | F | ebruary 약 , 2000 |
| Failure To Sign This Application May Result In Dismissal Of The Applic | cation And Forfeitu | re Of Any Fees Paid | | |

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| _ ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' | 1) Disclosable Interest Holder's First Name (if | individual): | MI: | Last Name: | | Suffix: |
|--|--|------------------------------|--------------|---|-----------------------------------|--------------------|
| 2) Disclosable Interest Holder's Name (if entity): None 4) Disclosable Interest Holder's Address: 5) Type of Interest Holder's Address: 6) Disclosable Interest Holder is a(n): () (refer to Instructions for list of codes): 7) Percent of Interest Held in Applicant: (refer to Instructions for list) 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holders (repeat for each Interest holder Identified) 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | None | | | İ | | |
| None 4) Disclosable Interest Holder's Address: 5) Type of Interest In Applicant () (refer to Instructions for list) 6) Disclosable Interest Holder is a(n): () (refer to Instructions for list) 7) Percent of Interest Held in Applicant: (refer to Instructions for list) 9) Disclosable Interest Holder's Country of Citizenship: (refer to Instructions for list): 9) Disclosable Interest Holder's Country of Citizenship: (refer to Instructions for list): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Relationship Description (if the discloseable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1) Percent of Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant in th | | v). | | <u> </u> | 3) Diaglasable interest Ma | alded Titl |
| (refer to Instructions for list) (refer to Instructions for list): (refer to Instructions for list in Applicant: (refer to Instructions for list of codes): (refer to Instructions for list of c | | ,,, | | | 5) Disclosable interest no | iders fin: |
| 6) Disclosable Interest in Applicant () (refer to Instructions for list) 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): (refe | None | | | | | |
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| (refer to instructions for list): (Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect owner, list path of ownership from indirect owner to the applicant): (Interest Holder is an indirect o | | 6) Disclosable (refer to in: | e Interest H | older is a(n): () r list of codes): | 7) Percent of Interest Hel | d in Applicant: |
| (refer to instructions for list): (Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (ated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder isted in #3 (use additional sheets, if necessary): 11b) 11c) 11c) 11c) 11d) Principal Business: TIN: Percent of Interest Helders (repeat for each interest holder identified) 11b) 11c) Percent of Interest Helders (repeat for each interest holder identified) | | | | . " | | |
| ated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): 11b) 11c) 11d) Principal Business: TIN: Percent of Interest Hele | | ship | · | 9) Disclosable interes | t Holder's Country of Citizenshi | р: |
| ated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): 11b) 11c) 11d) Principal Business: TIN: Percent of Interest Hele | | | | | | |
| Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): 11b) Principal Business: TiN: Percent of Interest Helder listed in #3 (use additional sheets, if necessary): | Relationship Description (if the discloseable | interest holder is an | indirect own | ner, list path of ownershi | ip from indirect owner to the app | vlicant): |
| Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): 11b) Principal Business: TIN: Percent of Interest Helder listed in #3 (use additional sheets, if necessary): | | | | | | |
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ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

Via Hand Delivery

Federal Communications Commission Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Common Carrier Fixed Point-to-Point Microwave Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 603 for consent to the transfer of control of Texas Cable Partners, L.P., licensee of Stations KLH77, KLH78 and KLH79 in the Common Carrier Fixed Point-to-Point Microwave Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$165.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Sohn KWihan

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186961v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 15-80/540 25051

February 10, 2000

One Hundred Sixty Five & 0/100

Net Amount \$165.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND + BORDER CONTAINS MICROPRINTING

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| (5) STREET ADDRESS LINE NO. 2 | | | | | | | | | | | | |
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| APPLICANT NAME (if paying by cred | lit card, enter nar | | | | PLICANT | INFORMATI | ON | <u> </u> | | | | |
| AOL Time Warner Inc. | | , " | | | ···· | | | | | | | |
| 2) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza | | | | | | | | | | | | |
| 3) STREET ADDRESS LINE NO. 2 | | | | | | | | | | | <u>.</u> | |
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| 4) CITY New York | | | | | (15) STATE NY | | | (16) ZIP CODE 10019 | | | | |
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| (212) 484-8000 COMPLETE SECTION C | FOR EAC | u eema | E IE MC |)DE EC | JYEO AS |)E LIEPT- | n Her c | ALTIANA | DOM ATT | ere " | FORM | 450.0 |
| COMPLETE SECTION C | FUR EAU | JERVIC | | | | NEEDE! | | UNINUA | IIUN SH | CE 13 (| rukm | 198-C) |
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| KLH77 | C |) P | M | | 1 | s | | 75.00 | | | | |
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| 9B) FCC CALL SIGN/OTHER ID | (20B) PAYMENT | TYPE CODE (| PTC) | (21B) Q | QUANTITY | (22B) FEE DU | JE FOR (PTC) | IN BLOCK 20B | FCC USE O | NLY | | |
| KLH78 | CA | P | M | | 1 | s | | 45.00 | | | | |
| 3B) FCC CODE 1 | | | | | (24B) F | CC CODE 2 | | | | | | |
| 9C) FCC CALL SIGN/OTHER ID | (20C) PAYMENT | TYPE CODE (| PTC) | (210)0 | DUANTITY | (22C) FFF DI | IE FOR (PTC) | IN BLOCK 20C | FCC USE O | NE Y | | |
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|) CERTIFICATION STATEMENT | | | SEC | TION E | - CERTIF | ICATION | I | | | | | |
| John R. Wilner | | | , Certify | under | · penalty | of perjury | that the | foregoina | and sup | porting | g inforr | nation |
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| VISA I hereby authorize the FCC to | o charge my VISA or | MASTERCARD | AU | THORIZEC |) SIGNATURE | E | | DATI | E | | | ł |
| for the service(s)/authorization | on(s) herein describer | 4. | | | | | | | | | | i |

FCC 603 Main Form

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

| 1) A | pplication Purpose (Select or | nly one) (TC |) | | | | | | | | |
|----------------|---|------------------------------|------------|--------------|------|----------------------------|--------------------------------------|--------------------------------|--|---|------------|
| | A - Assignment of Authorization C - Transfer of Control | AM - Amendm WD - Withdrav | | NT EX | - F | Required No Request for | otification (for (Extension of T | Consummation Time (to Consu | of Assignr Immate Ass | ment or Transfer) signment or Transf | er) |
| 2a) | If this request is for an Amendment on file with the FCC. | t or Withdrawal, er | nter the I | File Numb | er | of the pend | ing application | currently | | File Number: | |
| 2b) | File numbers of related pending ap | plications currently | y on file | with the F | СС | : | | | | | |
| уре | of Transaction | | | | | | | | | | |
| 3 a) | Is this a pro forma assignment of a | uthorization or tran | nsfer of o | control? | | | | | | (N) <u>Y</u> es | <u>N</u> o |
| 3b) | If the answer to Item 3a is 'yes', is t Commission's forbearance procedu | | • | | | tion being f | filed under the | | | () <u>Y</u> es | <u>N</u> o |
| 4) | For assignments of authorization or | nly, is this a partition | on and/o | r disaggre | gat | ion? | | | | () <u>Y</u> es | <u>N</u> o |
| 5) | Does this filing request a waiver of t | the Commission's | rules? | | | | | | | (N) <u>Y</u> es | <u>N</u> o |
| 6) | Are attachments being filed with this | s application? | | | | | | | | (N)Yes | <u>N</u> o |
| 7a) | Does the transaction that is the sub licenses held by the assignor/transf or commonly controlled entities) that | eror or affiliates of | the ass | ignor/tran: | sfe | ror (e.g., pa | erents, subsidia | aries, | | (Y) <u>Y</u> es | <u>N</u> o |
| 7b) | Does the transaction that is the sub- non-wireless licenses that are not in | . ,, | | | | | • | red? | | (Y) <u>Y</u> es | <u>N</u> o |
| ans | action Information | | | | | | | | | | |
| 8) | How will the assignment of authoriza | ation or transfer of | control | be accom | plis | shed? Selec | ct One: (S) | | _ | | |
| | Sale or other assignment or transfer | r of stock | | <u>C</u> our | t O | rder | | | | | |
| | Other (voting trust agreement, mana | agement contract, | etc.): | | | | | | · · · · <u>- · · · · · · · · · · · · · · ·</u> | | |
| | If required by applicable rule, attach agreements, instruments, certified c | | | | ontr | olis to be a | assigned or tra | nsferred, along | with copie | s of any pertinent o | contracts |
| 9) | The assignment of authorization or t | ransfer of control | of licens | se is: | | | | | ٠ (` | V) <u>V</u> oluntary <u>i</u> nvo | oluntary |
| cen | see/Assignor Information | | | | | | _ | | | | |
| 0a) | Taxpayer Identification Number: | | | | | | - | 10b) SG | IN: | | |
| | 516836 First Name (if individual): | | | MI: | : T | Last Nam | e: | | | | Suffix: |
| <u> </u> | | | | | | | | | | | |
| | Entity Name (if not an individual): as Cable Partners, L.P. | | | | | | | | | | |
| | Attention To: | | | | | | | | | | |
| | Sambol | | | | | | | | | | |
| | P.O. Box: Box 6659 | | And /Or | 15) Str | eet | Address: | | | | | |
| 6) | | <u>_</u> | | *** | | | 17) State: | | 18) Zip: | | |
| | ewood | | | | | 20) 51 | CO | | 80155 | | |
| 9) | Telephone Number:) 799-1200 | | | | İ | 20) FAX | | | | | |
| 303 | 1/99-1200 | | | | ı | 130317 | 799-5651 | | | | |

| 22) Race, | Ethnicity, and Gender of | Assignor/L | icense | e (Opt | ional |): | | | · | , | |
|-------------------|---------------------------------------|--|-----------------------|----------|----------|-------------------------|--|---|------------------------|--------------|-----------|
| Race: | American Indian or Alaska Native: | Asian: | | | | ck or Africa erican: | | Native Hawaiian or Other Pacific Islander: | | White: | |
| Ethnicity: | Hispanic or Latino: | Not Hisp Latino: | anic or | | | | | - | | | |
| Gender: | Female: | Male: | | | | | | | | | |
| Transferor | Information (for transfers of | of control or | nly) | | - | | | | | | |
| 23a) Taxpay | er Identification Number: | | | | | | | 23b) SGI | N | | |
| 13-35272 | 249 | | | | | | | | | | |
| 24) First N | ame (if individual): | | | | MI: | Last Na | ame: | | | | Suffix: |
| 25) Entity N | lame (if other than individual): | | | | | 1 | | | · | | |
| Time Wa | rner Inc. | | | | | | | | | | |
| 26) P.O. Bo | »x: | | And | 27) | Street | Address: | ************************************* | | | | |
| | | | /Or | 75 R | locke | efeller F | laza | | | | |
| 28) City: | | | | | | | 29) State: | | 30) Zip: | | |
| New Yor | k | | | | | | NY | | 10019 | | |
| 31) Telepho | | | | | | 32) FA | | | | | |
| (212) 484 | | | | |] | (212) | 333-3987 | | | | |
| 33) E-Mail / | 4001 <i>6</i> 55. | | | | | | | | | | |
| | | | | | | | | | | | |
| | insferor Contact Represe | ntative (if o | ther th | an Trar | | | | ntroi only) | | | |
| 34) First Na | ame: | | |]. | MI: | Last Na | | | | | Suffix: |
| John 35) Compa | ny Name: | | | <u>.</u> | R | Wilne | <u> </u> | | | | |
| Bryan Ca | | | | | | | | | | | |
| 36) P.O. Bo | | | T 4-4 | 37) \$ | Street / | Address: | | | | | |
| · | | | And /Or | 700 | Thirt | eenth S | treet, N.W | Suite 70 | 0 | | |
| 38) City: | | | <u>.l </u> | l | | | 39) State: | | 40) Zip: | | T |
| Washingto | on | | | | | | DC | | 20005 | | |
| 1) Telepho | ne Number: | | | | I | 42) FAX | ⟨: | | | | |
| (202) 508 | -6041 | | | | | (202) 5 | 08-6200 | | | | |
| 43) E-Mail A | | | | | | | | | | | |
| jrwilner@ | bryancavellp.com | | | | | | | | | | |
| ssignee/Tr | ansferee Information | | | | | | | | | | |
| 14) Assigne | e is a(n): (C) Individual Corporati | | nincorpo imited Li | | | | <u>T</u> rust <u>P</u> artnershi | | nment Entity ortium | <u>J</u> oin | t Venture |
| 15a) Taxpaye | r Identification Number: | | | | | · | | 45b) SGIN | | | |
| 13-40995 | 34 | | | | | | | | | | |
| 6) First Na | me (if individual): | | | | MI: | Last Na | me: | • | | | Suffix: |
| 17) Entity N | ame (if other than individual): | ************************************** | | | | | | | | | |
| AOL Time | e Warner Inc. | | | | | | | | | | |
| 18) Name o | f Real Party in Interest: | **** | | | | ··· | | 49) TIN | | | |
| 50) Attention | n To: | | | | | | | <u> </u> | | | |
| | | | | | | | | | | | |

| 51) | P.O. Box: | And | And 52) Street Address: | | | | | | |
|----------|---|-------------------------|-------------------------|--------------------|---------------|-----------------------|--------------------|---------------------------------------|--------------|
| | or c/o Time Warner Cable 290 Harbor Drive | | | | | | | | |
| 53) | City: | <u> </u> | | | | 54) State: | 55) Zip: | · ···· | |
| St | amford | | | | | CT | 06902 | | |
| 56) | Telephone Number: | | | | 57) FA | K : | | | - |
| (2 | 03) 328-0600 | | | | (203) 3 | 328-4840 | | | |
| 58) | E-Mail Address: | | | 4 | | | | | |
| | | | | | | | | | |
| L | | | | | | | | · · · · · · · · · · · · · · · · · · · | |
| Nan | ne of Assignee/Transferee Contact Represe | ntative | (if oth | ner tha | an Assigr | nee/Transferee)* | | | |
| 59) | First Name: | | | MI: | Last N | ame; | | | Suffix: |
| Jo | hn | | | R. | Wilne | er | | | |
| 60) | Company Name: | | | | | | | <u></u> | |
| Br | yan Cave LLP | | | | | | | | |
| | P.O. Box: | And | 62) | Street | Address: | | | | |
| | | /Or | 700 | Thir | teenth S | Street, N.W., S | Suite 700 | | |
| 63) | City: | | <u> </u> | | | 64) State: | 65) Zip: | | |
| W | ashington | | | | | DC | 20005 | | |
| | Telephone Number: | | | | 67) FA | X: | | | |
| (20 | 02) 508-6041 | | | | (202) | 508-6200 | | | |
| ` | E-Mail Address: | | | | | | | | |
| irw | vilner@bryancavellp.com | | | | | | | | |
| <u> </u> | :: Wayne D. Johnsen, Esq.; Wiley, Rein | & Fie | lding | 177 | 6 K Str | eet N.W. Wa | shington DC 20 | 006 | |
| | n Ownership Questions (202) 719-7303 | | | , | 0 12 50 | | Dimigron, De 20 | 000 | |
| | | | | | | | | / Niv- | - N- |
| | Is the Assignee or Transferee a foreign government or | | | | any foreigr | government? | | (N) <u>Y</u> e | |
| 70) | Is the Assignee or Transferee an alien or the represen | tative of | an alier | n? | | | | (N) <u>Y</u> e | |
| 71) | Is the Assignee or Transferee a corporation organized | under th | e laws | of any | foreign go | vernment? | | (·N) <u>Y</u> e | s <u>N</u> o |
| 72) | Is the Assignee or Transferee a corporation of which n by aliens or their representatives or by a foreign govern under the laws of a foreign country? | | | | | | | (N) <u>Y</u> es | s No |
| | | | | | | | | (-) <u></u> | |
| 73) | Is the Assignee or Transferee directly or indirectly cont the capital stock is owned of record or voted by aliens, thereof, or by any corporation organized under the laws if 'Yes', attach exhibit explaining nature and extent of al | their rep s of a for | resenta eign co | atives, ountry? | or by a for | eign government or r | | (N) <u>Y</u> e | s <u>N</u> o |
| | | | | | | | | | |
| 3asi | c Qualification Questions | | | | | _ | | | |
| 74) | Has the Assignee or Transferee or any party to this application for an initial more | | | | | | | | |
| | permit revoked or had any application for an initial, modernit denied by the Commission? | ancanon | огтен | ewai or | rcc state | on admonization, lice | ense, construction | (N) <u>Y</u> es | s <u>N</u> o |
| | If 'Yes', attach exhibit explaining circumstances. | | | | | | | | |
| 75) | Has the Assignee or Transferee or any party to this application ever been of if 'Yes', attach exhibit explaining circumstances. | | | | • | | the Assignee or | (N) <u>Y</u> es | s <u>N</u> o |
| 76) | Has any court finally adjudged the Assignee or Transfe | eree, or a | ny part | y direc | tty or indire | ectly controlling the | Assignee or | | |
| , | Transferee guilty of unlawfully monopolizing or attempt | ing unlav | wfully to | mono | polize radi | o communication, di | rectly or | | |
| | indirectly, through control of manufacture or sale of rad or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. | io appar | atus, ex | xclusiv | e traffic an | angement, or any ot | her means | (N) <u>Y</u> es | . <u>N</u> o |
| 77) | Is the Assignee or Transferee, or any party directly or in any pending matter referred to in the preceding two in If 'Yes', attach exhibit explaining circumstances. | | control | lling the | e Assignee | or Transferee curre | ently a party | (N) <u>Y</u> es | . <u>N</u> o |
| - T4 | hould be noted that the Transferee is confirm | | | | | C 4 1 41 | | | |

^{*}It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

| Race: | American Indian or Alaska Native: | Asian: | Black or African- American: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|----------------------------|--------------------------------|---|--------|
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

| Ass | ignor/Transferor Certification Statements | | | | | | | |
|------|---|------------|--|------------------|------------------------|--|--|--|
| 1) | The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998). | | | | | | | |
| 2) | The Assignor or Transferor certifies that all statements made in this appl part of this application, and are true, complete, correct, and made in good | lication a | nd in the exhibits, attachments, or documents incorp | orated by refere | ence are material, are | | | |
| 79) | Typed or Printed Name of Party Authorized to Sign | | | | | | | |
| Firs | t Name: | MI: | Last Name: | | Suffix: | | | |
| S | pencer | B. | Hays | | | | | |
| , | Title: Vice President | | | | | | | |
| Sign | ature: | 20 | | 81) D | ate: | | | |

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 - * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

| 82) Typed or Printed Name of Party Authorized to Sign | | | |
|--|-----------------|--|--------------------------------------|
| First Name: | MI: | Last Name: | Suffix: |
| | | | |
| Thomas | W. | McEnerney | |
| 83) Title: | | | |
| Vice President | | | |
| Signature: Thomas W. M. Encesses | | 84) D | ate: |
| (Invites W. In Meaning | 1 | Febru | ary 9 , 2000 |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY A Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION L AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | TTACH ICENSE | MENTS ARE PUNISHABLE BY FINE AND/OR IMPRISON E OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Sec | MENT (U.S. Code, tion 312(a)(1)), |

Authorizations To Be Assigned or Transferred

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|------------------|------------------------|----------------------------------|---|---------------------------------|--------------------------------|
| WNEW367 | | | | | Y |
| WNEW368 | | | | | Y |
| WNEW370 | | | | | Y |
| WNEW802 | | | | | Y |
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DESCRIPTION OF THE PROPOSED TRANSFER

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc.

The present application seeks FCC consent to that transfer.

FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| Applicant/Licensee Information | | _ | | |
|---|------------------------|---|-------------------|-------------------------------------|
| 1) First Name (if individual): | MI: | Last Name: | | Suffix: |
| 2) Applicant Name (if entity): | | | 3) Applicant TIN: | |
| AOL Time Warner Inc. | | | 13-4099534 | |
| Related FCC Regulated Businesses of Applicant/Li | censee | | | |
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary): | Pı | 4b) rincipal Business: | 4c) TIN: | 4d) Percent of Interest Held: |
| SuperStation, Inc. | Broadca | esting | 58-1391102 | 100 |
| Time Warner Entertainment Company, | | | | |
| L.P. | Cable To | elevision | 13-3666692 | 74.49 |
| Time Warner Entertainment-Advance/ | | <u></u> | | |
| Newhouse Partnership | Cable Television | | 13-3790433 | 66.7 |
| TWI Cable Inc. | Cable Television | | 59-1353813 | 100 |
| Time Warner Telecom Inc. | Communications Carrier | | 84-1500624 | 60.65 |
| | | | | |
| | | | | |
| Signature 5) Typed or Printed Name of Party Authorized to Sign | | terests are indirectives and affiliates | • | ih various |
| First Name: | MI: | Last Name: | | Suffix: |
| | | | | |
| Thomas | W. | McEnerney | | |
| Title: | | | | |
| Vice President | | | | |
| Signature: | | | | Date: |
| Signature: Thomas W- W. Enc | incy | | | February 9, 2000 |
| Failure To Sign This Application May Result In Dismissal Of The Applic | ation And Forfeit | ure Of Any Fees Paid | | |

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| (-) | | | Tan oa to account a | in arganagapia mitarast maraéta) | | | |
|--|-----------------|---------------|---------------------------|---|------------------------------|--|--|
| Disclosable Interest Holder's First Name (if indivi- | dual): | MI: | Last Name: | | Suffix: | | |
| None | | | | | | | |
| 2) Disclosable Interest Holder's Name (if entity): | | | | 3) Disclosable Interest Holder | r's TIN: | | |
| None | | | | | | | |
| 4) Disclosable Interest Holder's Address: | | . ,,,,,, | | | | | |
| | | | | | | | |
| 5) Type of Interest in Applicant () | | | older is a(n): () | 7) Percent of Interest Held in Applicant: | | | |
| (refer to Instructions for list) | (refer to ins | structions fo | or list of codes): | | | | |
| | | | | | | | |
| 8) Disclosable Interest Holder's Type of Ownership | | | 9) Disclosable Interes | at Holder's Country of Citizenship: | | | |
| (refer to instructions for list): | | | | | | | |
| | | | | | | | |
| 10) Relationship Description (if the discloseable intere | st holder is an | indirect ow | ner, list path of ownersh | ip from indirect owner to the applica | nt): | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| elated FCC Regulated Businesses of Disci | osable inter | est Hold | ers (repeat for eacl | h interest holder identified) | | | |
| 11a) | | | 11b) | 11c) | 11d) | | |
| Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in #3 | | Prir | ncipal Business: | TIN: | Percent of Interest Held: | | |
| additional sheets, if necessary): | (430 | | | | macatriau. | | |
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